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DEC 27 1995 11 PM

27. ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of December 27, 1995, between AKF CORP., a Delaware corporation (the "Transferor"), and ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferee"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Asset Transfer Agreement (as defined below).

WHEREAS: the Transferee and the Transferor have entered into an Asset Transfer Agreement dated as of the date hereof (the "Asset Transfer Agreement"), in connection with the sale of, among other things, the special purpose covered hopper and tank railcars described on Schedule 1 (the "Equipment"), subject to the Leases (as defined below), from the Transferor to the Transferee for consideration in the amount and on the terms and conditions provided in the Asset Transfer Agreement; and

WHEREAS: the parties now desire to carry out the intent and purpose of the Asset Transfer Agreement by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by the Transferor of all of its rights, title and interest in and to the Leases to the extent they relate to the Equipment to the Transferee and the assumption by the Transferee of all of the Transferor's obligations under the Leases to the same extent.

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. For purposes of this Agreement, "Leases" means all current leases of any one or more railcars included in the Equipment and all other contracts for use of any one or more railcars included in the Equipment more specifically described on Schedule 1, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing. If any of the Leases (including, without limitation, any master lease) shall include both Equipment and railcars not part of the Equipment, then such Leases shall be subject to this Agreement only to the extent they cover Equipment; and for purposes of this Agreement, the term Lease shall mean a lease (including without limitation, the provisions of any master lease) only insofar as such lease applies to Equipment subject to this Agreement.

2. Effective as of the date hereof, the Transferor hereby sells, transfers, assigns, conveys, grants and sets over to the Transferee, its successors and assigns forever, all of the Transferor's rights, title and interest as of such date in and to the Leases, as fully and entirely as the same would have been held and enjoyed by the Transferor as if this assignment had not been made.

3. Effective as of the date hereof, the Transferee accepts, assumes, takes over and succeeds to all of the Transferor's rights, title and interest as of such date in and to the Leases, and the Transferee hereby covenants and agrees to discharge,

perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be executed in one or more counterparts by their duly authorized officers as of the date first above written.

AKF CORP.

By: Monte L. Miller
Name: Monte L. Miller
Title: Vice President

ACF INDUSTRIES, INCORPORATED

By: _____
Name: James C. Bates
Title: Vice President and Chief
Financial Officer

[Signature Page to Assignment and Assumption Agreement]

perform and comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.


7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

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AKF CORP.

By: _____
Name: Monte L. Miller
Title: Vice President

ACF INDUSTRIES, INCORPORATED

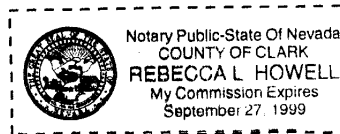
By:  _____
Name: James C. Bates
Title: Vice President and Chief
Financial Officer

[Signature Page to Assignment and Assumption Agreement]

STATE OF NEVADA)
) ss.:
COUNTY OF CLARK)

On this 5th day of December, 1995, before me, personally appeared Monte L. Miller to me personally known, who being by me duly sworn, says that he resides at Henderson, Nevada and is Vice President of AKF Corp., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rebecca L. Howell
Notary Public



STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this day of December, 1995, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

STATE OF NEVADA)
) ss.:
COUNTY OF CLARK)

On this day of December, 1995, before me, personally appeared Monte L. Miller to me personally known, who being by me duly sworn, says that he resides at Henderson, Nevada and is Vice President of AKF Corp., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this 6th day of December, 1995, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

DARCY COLLINS
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996

Darcy Collins
Notary Public

12/3/95; 4:56pm
%01%/%02%/%d%/%N%.%V%

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex X hereto.

DESCRIPTION OF LEASES

Each of the user leases or lease schedules or riders with the contract rider number and the named lessee set forth in Annex Y hereto insofar as it relates to the covered hopper and tank railcars with the car numbers set forth on Annex Y hereto.

ANNEX X

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	18980	ACFX	49737	ACFX	64884
ACFX	27259	ACFX	49738	ACFX	64889
ACFX	27262	ACFX	49739	ACFX	64891
ACFX	27263	ACFX	49906	ACFX	64894
ACFX	27264	ACFX	49907	ACFX	64898
ACFX	27265	ACFX	49908	ACFX	65229
ACFX	27266	ACFX	49909	ACFX	65230
ACFX	27268	ACFX	49910	ACFX	65231
ACFX	27269	ACFX	49911	ACFX	65232
ACFX	27270	ACFX	49912	ACFX	65233
ACFX	27271	ACFX	49913	ACFX	65234
ACFX	27273	ACFX	49914	ACFX	65235
ACFX	27275	ACFX	49915	ACFX	65236
ACFX	27276	ACFX	49956	ACFX	65237
ACFX	27335	ACFX	59543	ACFX	65238
ACFX	27344	ACFX	64594	ACFX	65240
ACFX	27356	ACFX	64595	ACFX	65241
ACFX	27357	ACFX	64596	ACFX	65242
ACFX	27361	ACFX	64597	ACFX	65243
ACFX	27362	ACFX	64598	ACFX	65244
ACFX	27363	ACFX	64599	ACFX	65245
ACFX	27367	ACFX	64600	ACFX	65246
ACFX	27372	ACFX	64601	ACFX	65247
ACFX	27373	ACFX	64602	ACFX	65250
ACFX	27376	ACFX	64603	ACFX	65251
ACFX	27377	ACFX	64604	ACFX	65252
ACFX	27378	ACFX	64605	ACFX	65253
ACFX	27379	ACFX	64606	ACFX	65254
ACFX	27380	ACFX	64811	ACFX	65255
ACFX	27381	ACFX	64818	ACFX	65258
ACFX	27384	ACFX	64823	ACFX	65259
ACFX	27386	ACFX	64824	ACFX	65261
ACFX	36010	ACFX	64833	ACFX	65262
ACFX	36013	ACFX	64834	ACFX	65263
ACFX	36017	ACFX	64836	ACFX	65264
ACFX	36018	ACFX	64838	ACFX	65265
ACFX	36131	ACFX	64840	ACFX	65267
ACFX	36132	ACFX	64844	ACFX	65268
ACFX	36141	ACFX	64847	ACFX	65269
ACFX	36147	ACFX	64850	ACFX	65270
ACFX	36148	ACFX	64853	ACFX	65271
ACFX	36163	ACFX	64856	ACFX	65272
ACFX	38321	ACFX	64858	ACFX	65274
ACFX	41128	ACFX	64860	ACFX	65275
ACFX	41129	ACFX	64863	ACFX	65276
ACFX	41130	ACFX	64865	ACFX	65277
ACFX	41131	ACFX	64867	ACFX	65339
ACFX	41132	ACFX	64869	ACFX	65340
ACFX	47066	ACFX	64876	ACFX	65341
ACFX	47070	ACFX	64878	ACFX	65343

ANNEX X

RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER	RPTG MARK	CAR NUMBER
ACFX	65344	ACFX	75523	ACFX	79497
ACFX	65345	ACFX	75524	ACFX	79500
ACFX	65346	ACFX	75525	ACFX	79507
ACFX	65347	ACFX	75526	ACFX	79511
ACFX	65348	ACFX	75527	ACFX	79514
ACFX	65349	ACFX	75529	ACFX	79571
ACFX	65350	ACFX	75530	ACFX	79572
ACFX	71561	ACFX	77854	ACFX	79574
ACFX	71562	ACFX	78182	ACFX	79583
ACFX	71566	ACFX	78214	ACFX	79589
ACFX	71567	ACFX	78321	ACFX	82359
ACFX	71568	ACFX	78328	ACFX	83278
ACFX	71569	ACFX	78519	ACFX	83339
ACFX	71570	ACFX	79356	ACFX	83492
ACFX	72183	ACFX	79361	ACFX	83853
ACFX	72190	ACFX	79362	ACFX	84149
ACFX	72193	ACFX	79363	ACFX	84245
ACFX	72194	ACFX	79364	ACFX	84246
ACFX	72195	ACFX	79365	ACFX	84247
ACFX	72196	ACFX	79366	ACFX	84254
ACFX	72197	ACFX	79367	ACFX	84262
ACFX	72198	ACFX	79368	ACFX	86688
ACFX	72199	ACFX	79369	ACFX	86789
ACFX	72200	ACFX	79370	ACFX	86969
ACFX	72331	ACFX	79371	ACFX	86976
ACFX	72334	ACFX	79372	ACFX	86988
ACFX	72335	ACFX	79373	ACFX	86991
ACFX	72336	ACFX	79374	ACFX	86994
ACFX	72337	ACFX	79375	ACFX	87165
ACFX	72338	ACFX	79376	ACFX	87420
ACFX	72339	ACFX	79377	ACFX	87421
ACFX	72340	ACFX	79378	ACFX	87545
ACFX	72341	ACFX	79379	ACFX	87862
ACFX	72342	ACFX	79380	ACFX	88032
ACFX	72343	ACFX	79381	ACFX	88508
ACFX	72344	ACFX	79382	ACFX	88959
ACFX	72345	ACFX	79451	ACFX	88965
ACFX	72346	ACFX	79453	ACFX	89077
ACFX	72347	ACFX	79455	ACFX	89432
ACFX	72348	ACFX	79456	ACFX	89632
ACFX	72349	ACFX	79457	ACFX	89740
ACFX	72350	ACFX	79468	ACFX	89779
ACFX	72351	ACFX	79471	ACFX	89977
ACFX	72352	ACFX	79472	ACFX	89981
ACFX	72353	ACFX	79474	ACFX	99758
ACFX	72504	ACFX	79479	ACFX	99759
ACFX	72505	ACFX	79482	ACFX	99763
ACFX	75339	ACFX	79483	ACFX	99764
ACFX	75487	ACFX	79485	ACFX	99929
ACFX	75522	ACFX	79488		299 Cars

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
	5 AG PROCESSING, INC.								
		56650016	ACFX	72504	T	1988	01/01/93	12/31/97	
		56650016	ACFX	72505	T	1988	01/01/93	12/31/97	
		56650018	ACFX	72331	T	1987	01/01/93	12/31/97	
	5 AG PROCESSING, INC.								3
	10 ALLIED-SIGNAL, INC.								
		62110165	ACFX	65229	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65230	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65231	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65232	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65233	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65234	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65235	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65236	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65237	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65238	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65240	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65241	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65242	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65243	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65244	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65245	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65246	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65247	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65250	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65251	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65252	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65253	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65254	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65255	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65258	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65259	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65261	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65262	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65263	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65264	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65265	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65267	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65268	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65269	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65270	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65271	H	1987	03/01/93	02/29/96	

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	CAR TYPE	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
		62110165	ACFX	65272	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65274	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65275	H	1987	03/01/93	02/29/96	
		62110165	ACFX	65276	H	1988	03/01/93	02/29/96	
		62110165	ACFX	65277	H	1987	03/01/93	02/29/96	41
	10 ALLIED-SIGNAL, INC.	6227	ACFX	18980	T	1969	07/01/95	06/30/2000	1
	16 AMERIGAS PROPANE, INC.	2209	ACFX	27259	H	1981	12/01/81	11/30/93	
	16 AMERIGAS PROPANE, INC.	2209	ACFX	27262	H	1981	12/01/81	11/30/93	
	17 OWENS - CORNING FIBERGLAS C	2209	ACFX	27263	H	1981	12/01/81	11/30/93	
		2209	ACFX	27264	H	1981	12/01/81	11/30/93	
		2209	ACFX	27265	H	1981	12/01/81	11/30/93	
		2209	ACFX	27266	H	1981	12/01/81	11/30/93	
		2209	ACFX	27268	H	1981	12/01/81	11/30/93	
		2209	ACFX	27269	H	1981	12/01/81	11/30/93	
		2209	ACFX	27270	H	1981	12/01/81	11/30/93	
		2209	ACFX	27271	H	1981	12/01/81	11/30/93	
		2209	ACFX	27273	H	1981	12/01/81	11/30/93	
		2209	ACFX	27275	H	1981	12/01/81	11/30/93	
		2209	ACFX	27276	H	1981	12/01/81	11/30/93	
		2209	ACFX	49737	H	1980	12/01/81	11/30/93	14
	17 OWENS - CORNING FIBERGLAS C	5873	ACFX	72183	T	1987	07/01/93	06/30/96	
	106DSM CHEMICALS NORTH AMERICA	5873	ACFX	72190	T	1987	07/01/93	06/30/96	
		5873	ACFX	72193	T	1987	07/01/93	06/30/96	
		5873	ACFX	72194	T	1987	07/01/93	06/30/96	
		5873	ACFX	72195	T	1987	07/01/93	06/30/96	
		5873	ACFX	72196	T	1987	07/01/93	06/30/96	
		5873	ACFX	72197	T	1987	07/01/93	06/30/96	
		5873	ACFX	72198	T	1987	07/01/93	06/30/96	
		5873	ACFX	72199	T	1987	07/01/93	06/30/96	
		5873	ACFX	72200	T	1987	07/01/93	06/30/96	10
	106DSM CHEMICALS NORTH AMERICA	5971	ACFX	79455	T	1981	05/01/94	04/30/99	
	132DARLING INTERNATIONAL INC.	5971	ACFX	79456	T	1981	05/01/94	04/30/99	
		5971	ACFX	79468	T	1981	05/01/94	04/30/99	
		5971	ACFX	79471	T	1981	05/01/94	04/30/99	
		5971	ACFX	79472	T	1981	05/01/94	04/30/99	
		5971	ACFX	79474	T	1981	05/01/94	04/30/99	

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
		5971	ACFX	79482	T	1981	05/01/94	04/30/99	
		5971	ACFX	79483	T	1981	05/01/94	04/30/99	
		5971	ACFX	79485	T	1981	05/01/94	04/30/99	
		5971	ACFX	79488	T	1981	05/01/94	04/30/99	
		5971	ACFX	79497	T	1981	05/01/94	04/30/99	
		5971	ACFX	79507	T	1981	05/01/94	04/30/99	
		5971	ACFX	79571	T	1981	05/01/94	04/30/99	
		5971	ACFX	79572	T	1981	05/01/94	04/30/99	
		5971	ACFX	79574	T	1981	05/01/94	04/30/99	
		5971	ACFX	79583	T	1981	05/01/94	04/30/99	
		5971	ACFX	79589	T	1981	05/01/94	04/30/99	
		15220074	ACFX	64594	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64595	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64596	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64597	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64598	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64599	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64600	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64601	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64602	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64603	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64604	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64605	H	1986	01/01/87	12/31/96	
		15220074	ACFX	64606	H	1986	01/01/87	12/31/96	
		15220077	ACFX	71561	T	1986	01/01/93	12/31/97	
		15220077	ACFX	71562	T	1986	01/01/93	12/31/97	
		15220077	ACFX	71566	T	1986	01/01/93	12/31/97	
		15220077	ACFX	71567	T	1986	01/01/93	12/31/97	
		15220077	ACFX	71568	T	1986	01/01/93	12/31/97	
		15220077	ACFX	71569	T	1986	01/01/93	12/31/97	
		15220077	ACFX	71570	T	1986	01/01/93	12/31/97	
		67860049	ACFX	64823	H	1987	02/01/94	01/31/97	
		67860049	ACFX	64824	H	1987	02/01/94	01/31/97	
		67860049	ACFX	64834	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64836	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64838	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64847	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64853	H	1988	02/01/94	01/31/97	

17

132DARLING INTERNATIONAL INC.
154 DOW CHEMICAL COMPANY THE

20

154DOW CHEMICAL COMPANY THE
1 70EXXON CHEMICAL AMERICAS

132DARLING INTERNATIONAL INC.
154DOW CHEMICAL COMPANY THE

154DOW CHEMICAL COMPANY THE
170EXXON CHEMICAL AMERICAS

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	CAR TYPE	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
		67860049	ACFX	64856	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64858	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64860	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64863	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64869	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64876	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64878	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64889	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64891	H	1988	02/01/94	01/31/97	
		67860049	ACFX	64898	H	1988	02/01/94	01/31/97	
	170EXXON CHEMICAL AMERICAS	6220	ACFX	77854	T	1976	03/01/95	02/29/2000	17
	183 ANGUS CHEMICAL COMPANY	6220	ACFX	84247	T	1972	03/01/95	02/29/2000	2
	183 ANGUS CHEMICAL COMPANY	2002	ACFX	79356	T	1980	02/01/93	01/31/98	
	252 J M HUBER CORPORATION	2002	ACFX	79361	T	1980	02/01/93	01/31/98	
		2002	ACFX	79362	T	1980	02/01/93	01/31/98	
		2002	ACFX	79363	T	1980	02/01/93	01/31/98	
		2002	ACFX	79364	T	1980	02/01/93	01/31/98	
		2002	ACFX	79365	T	1980	02/01/93	01/31/98	
		2002	ACFX	79366	T	1980	02/01/93	01/31/98	
		2002	ACFX	79367	T	1980	02/01/93	01/31/98	
		2002	ACFX	79368	T	1980	02/01/93	01/31/98	
		2002	ACFX	79369	T	1980	02/01/93	01/31/98	
		2002	ACFX	79370	T	1980	02/01/93	01/31/98	
		2002	ACFX	79371	T	1980	02/01/93	01/31/98	
		2002	ACFX	79372	T	1980	02/01/93	01/31/98	
		2002	ACFX	79373	T	1980	02/01/93	01/31/98	
		2002	ACFX	79374	T	1980	02/01/93	01/31/98	
		2002	ACFX	79375	T	1980	02/01/93	01/31/98	
		2002	ACFX	79376	T	1980	02/01/93	01/31/98	
		2002	ACFX	79377	T	1980	02/01/93	01/31/98	
		2002	ACFX	79378	T	1980	02/01/93	01/31/98	
		2002	ACFX	79379	T	1980	02/01/93	01/31/98	
		2002	ACFX	79380	T	1980	02/01/93	01/31/98	
		2002	ACFX	79381	T	1980	02/01/93	01/31/98	
		2002	ACFX	79382	T	1980	02/01/93	01/31/98	
		2771	ACFX	75339	T	1981	11/01/94	10/31/99	
	252 J M HUBER CORPORATION	48860119	ACFX	89432	T	1970	10/01/95	12/31/99	24
	263 OCCIDENTAL CHEMICAL CORPORA								

LESSEE CODE	LESSEE	ANNEX Y					LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
CONTRACT RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS		
48860120	ACFX	78214	T	1977	10/01/95	09/30/2000			
48860120	ACFX	83853	T	1971	10/01/95	09/30/2000			
48860120	ACFX	86688	T	1973	10/01/95	09/30/2000			
48860120	ACFX	86969	T	1974	10/01/95	09/30/2000			
48860120	ACFX	86976	T	1974	10/01/95	09/30/2000			
48860120	ACFX	86988	T	1974	10/01/95	09/30/2000			
48860120	ACFX	86991	T	1973	10/01/95	09/30/2000			
48860120	ACFX	86994	T	1973	10/01/95	09/30/2000			
48860120	ACFX	89740	T	1971	10/01/95	09/30/2000			
48860120	ACFX	89977	T	1971	10/01/95	09/30/2000			
48860120	ACFX	89981	T	1971	10/01/95	09/30/2000			
5592	ACFX	86789	T	1974	08/01/91	07/31/95	12		
6295	ACFX	78519	T	1978	00/00/00	00/00/00	1		
1293	ACFX	78182	T	1977	07/01/95	06/30/2000	1		
2412	ACFX	27357	H	1981	08/01/94	07/31/99			
2412	ACFX	27361	H	1981	08/01/94	07/31/99			
2412	ACFX	27362	H	1981	08/01/94	07/31/99			
2412	ACFX	27363	H	1981	08/01/94	07/31/99			
2412	ACFX	27367	H	1981	08/01/94	07/31/99			
2412	ACFX	27372	H	1981	08/01/94	07/31/99			
2412	ACFX	27373	H	1981	08/01/94	07/31/99			
2412	ACFX	27376	H	1981	08/01/94	07/31/99			
2412	ACFX	27377	H	1981	08/01/94	07/31/99			
2412	ACFX	27378	H	1981	08/01/94	07/31/99			
2412	ACFX	27379	H	1981	08/01/94	07/31/99			
2412	ACFX	27380	H	1981	08/01/94	07/31/99			
2412	ACFX	27381	H	1981	08/01/94	07/31/99			
2412	ACFX	27384	H	1981	08/01/94	07/31/99			
2412	ACFX	27386	H	1981	08/01/94	07/31/99			
2412	ACFX	49906	H	1981	08/01/94	07/31/99			
2412	ACFX	49907	H	1981	08/01/94	07/31/99			
2412	ACFX	49908	H	1981	08/01/94	07/31/99			
2412	ACFX	49909	H	1981	08/01/94	07/31/99			
2412	ACFX	49910	H	1981	08/01/94	07/31/99			
2412	ACFX	49911	H	1981	08/01/94	07/31/99			
2412	ACFX	49912	H	1981	08/01/94	07/31/99			
2412	ACFX	49913	H	1981	08/01/94	07/31/99			
	263OCCIDENTAL CHEMICAL CORPORA								
	274WESTWAY TRADING CORPORATION								
	274WESTWAY TRADING CORPORATION								
	293JONES-HAMILTON CO.								
	293JONES-HAMILTON CO.								
	295LAROCHE INDUSTRIES INC.								

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LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	CAR TYPE	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
	295LAROCHE INDUSTRIES INC.	2412	ACFX	49914	H	1981	08/01/94	07/31/99	
	313LAUHOFF GRAIN COMPANY	2412	ACFX	49915	H	1981	08/01/94	07/31/99	26
	313LAUHOFF GRAIN COMPANY	3790	ACFX	49738	H	1980	10/01/95	09/30/2000	
	326HUNTSMAN CHEMICAL COMPANY	3790	ACFX	49739	H	1980	10/01/95	09/30/2000	2
	326HUNTSMAN CHEMICAL COMPANY	6491	ACFX	36132	H	1981	00/00/00	00/00/00	
	334MONTELL USA INC.	6491	ACFX	38321	H	1984	00/00/00	00/00/00	2
		48740004	ACFX	59543	H	1980	01/01/95	12/31/99	
		48740017	ACFX	36010	H	1980	11/01/94	10/31/99	
		48740017	ACFX	36013	H	1980	11/01/94	10/31/99	
		48740017	ACFX	36131	H	1981	11/01/94	10/31/99	
		48740017	ACFX	36141	H	1981	11/01/94	10/31/99	
		48740017	ACFX	36147	H	1981	11/01/94	10/31/99	
		48740017	ACFX	36148	H	1981	11/01/94	10/31/99	
		48740017	ACFX	36163	H	1981	11/01/94	10/31/99	
		48740017	ACFX	99758	H	1981	11/01/94	10/31/99	
		48740017	ACFX	99759	H	1981	11/01/94	10/31/99	
		48740017	ACFX	99763	H	1981	11/01/94	10/31/99	
		48740017	ACFX	99764	H	1981	11/01/94	10/31/99	
		48740017	ACFX	99929	H	1981	11/01/94	10/31/99	13
	334MONTELL USA INC.	08000M	ACFX	84245	T	1972	11/01/94	10/31/95	
	357MOBIL OIL CORPORATION	08000M	ACFX	84246	T	1972	11/01/94	10/31/95	
		08000M	ACFX	84254	T	1972	11/01/94	10/31/95	
		08000M	ACFX	84262	T	1973	11/01/94	10/31/95	
		6600	ACFX	75487	T	1980	11/01/95	10/31/98	4
		6600	ACFX	75522	T	1981	11/01/95	10/31/98	
		6600	ACFX	75523	T	1981	11/01/95	10/31/98	
		6600	ACFX	75524	T	1981	11/01/95	10/31/98	
		6600	ACFX	75525	T	1981	11/01/95	10/31/98	
		6600	ACFX	75526	T	1981	11/01/95	10/31/98	
		6600	ACFX	75527	T	1981	11/01/95	10/31/98	
		6600	ACFX	75529	T	1981	11/01/95	10/31/98	
		6600	ACFX	75530	T	1981	11/01/95	10/31/98	
		6600	ACFX	83278	T	1970	11/01/95	10/31/98	
		6600	ACFX	83492	T	1970	11/01/95	10/31/98	
		6600	ACFX	84149	T	1973	11/01/95	10/31/98	

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LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
		6600	ACFX	87420	T	1974	11/01/95	10/31/98	
		6600	ACFX	87421	T	1974	11/01/95	10/31/98	
		6600	ACFX	87545	T	1974	11/01/95	10/31/98	
		6600	ACFX	87862	T	1975	11/01/95	10/31/98	
		6600	ACFX	88959	T	1969	11/01/95	10/31/98	17
	371EXCEL CORPORATION								
	493ROHM & HAAS COMPANY	6039	ACFX	36018	H	1980	08/01/94	07/31/99	1
	493ROHM & HAAS COMPANY								
	548RHONE-POULENC BASIC CHEMICA	49710550	ACFX	27356	H	1981	10/01/91	09/30/96	1
	548RHONE-POULENC BASIC CHEMICA								
	634 AIMCOR	6073	ACFX	47066	H	1967	09/01/94	08/31/97	1
		6073	ACFX	47070	H	1967	09/01/94	08/31/97	2
	634 AIMCOR								
	806 TRANSFER CARS								
			ACFX	78321	T	1977	00/00/00	00/00/00	
			ACFX	78328	T	1977	00/00/00	00/00/00	
			ACFX	83339	T	1970	00/00/00	00/00/00	
		08000A	ACFX	88032	T	1966	00/00/00	00/00/00	
		08000A	ACFX	88508	T	1968	00/00/00	00/00/00	
		08000E	ACFX	88965	T	1968	00/00/00	00/00/00	
		08000I	ACFX	82359	T	1966	00/00/00	00/00/00	
	806 TRANSFER CARS								
	1015CALCINER INDUSTRIES, INC.	5336	ACFX	27335	H	1981	11/01/92	10/31/97	7
		5336	ACFX	27344	H	1981	11/01/92	10/31/97	
	1015CALCINER INDUSTRIES, INC.								
	1055CHEVRON CHEMICAL COMPANY								
		65140005	ACFX	41128	H	1988	08/15/95	02/29/96	2
		65140005	ACFX	41129	H	1988	08/15/95	02/29/96	
		65140005	ACFX	41130	H	1988	08/15/95	02/29/96	
		65140005	ACFX	41131	H	1988	08/15/95	02/29/96	
		65140005	ACFX	41132	H	1988	08/15/95	02/29/96	
	1055CHEVRON CHEMICAL COMPANY								
	1211EPSILON PRODUCTS COMPANY								
		5876	ACFX	64811	H	1987	07/01/93	06/30/99	5
		5876	ACFX	64818	H	1987	07/01/93	06/30/99	
		5876	ACFX	64833	H	1988	07/01/93	06/30/99	
		5876	ACFX	64840	H	1988	07/01/93	06/30/99	
		5876	ACFX	64844	H	1988	07/01/93	06/30/99	
		5876	ACFX	64850	H	1988	07/01/93	06/30/99	
		5876	ACFX	64865	H	1988	07/01/93	06/30/99	
		5876	ACFX	64867	H	1988	07/01/93	06/30/99	
		5876	ACFX	64884	H	1988	07/01/93	06/30/99	
		5876	ACFX	64894	H	1988	07/01/93	06/30/99	

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LESSEE CODE	LESSEE	CONTRACT RIDER	RPTG MARK	CAR NUMBER	CAR TYPE	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	# OF CARS
	1211EPSILON PRODUCTS COMPANY								10
	1241EAGLEBROOK, INC.								
		6221	ACFX	72334	T	1988	10/12/94	05/31/98	
		6221	ACFX	72335	T	1988	10/12/94	05/31/98	
		6221	ACFX	72336	T	1988	10/12/94	05/31/98	
		6221	ACFX	72337	T	1988	10/12/94	05/31/98	
		6221	ACFX	72338	T	1988	10/12/94	05/31/98	
		6221	ACFX	72339	T	1988	10/12/94	05/31/98	
		6221	ACFX	72340	T	1988	10/12/94	05/31/98	
		6221	ACFX	72341	T	1988	10/12/94	05/31/98	
		6221	ACFX	72342	T	1988	10/12/94	05/31/98	
		6221	ACFX	72343	T	1988	10/12/94	05/31/98	
		6221	ACFX	72344	T	1988	10/12/94	05/31/98	
		6221	ACFX	72345	T	1988	10/12/94	05/31/98	
		6221	ACFX	72346	T	1988	10/12/94	05/31/98	
		6221	ACFX	72347	T	1988	10/12/94	05/31/98	
		6221	ACFX	72348	T	1988	10/12/94	05/31/98	
		6221	ACFX	72349	T	1988	10/12/94	05/31/98	
		6221	ACFX	72350	T	1988	10/12/94	05/31/98	
		6221	ACFX	72351	T	1988	10/12/94	05/31/98	
		6221	ACFX	72352	T	1988	10/12/94	05/31/98	
		6221	ACFX	72353	T	1988	10/12/94	05/31/98	
	1241EAGLEBROOK, INC.								20
	1361KAMA CORPORATION	5564	ACFX	36017	H	1980	04/01/91	03/31/96	
	1361KAMA CORPORATION								1
	1388HUNTSMAN POLYPROPYLENE CORP								
		6345	ACFX	65339	H	1987	12/01/94	01/31/96	
		6345	ACFX	65340	H	1987	12/01/94	01/31/96	
		6345	ACFX	65341	H	1987	12/01/94	01/31/96	
		6345	ACFX	65343	H	1987	12/01/94	01/31/96	
		6345	ACFX	65344	H	1987	12/01/94	01/31/96	
		6345	ACFX	65345	H	1987	12/01/94	01/31/96	
		6345	ACFX	65346	H	1987	12/01/94	01/31/96	
		6345	ACFX	65347	H	1987	12/01/94	01/31/96	
		6345	ACFX	65348	H	1987	12/01/94	01/31/96	
		6345	ACFX	65349	H	1987	12/01/94	01/31/96	
		6345	ACFX	65350	H	1987	12/01/94	01/31/96	
	1388HUNTSMAN POLYPROPYLENE CORP								11
	1455NATIONAL BEEF PACKING COMPA	08000A	ACFX	87165	T	1974	07/01/95	06/30/96	
	1455NATIONAL BEEF PACKING COMPA								1
	1457PLASMAINE TECHNOLOGY, INC.	6230	ACFX	89077	T	1969	00/00/00	00/00/00	
	1457PLASMAINE TECHNOLOGY, INC.								1

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	1465NORTH AMERICAN CHEMICAL COM	5541	ACFX	49956	H	1980	12/01/90	11/30/95	1		
	1465NORTH AMERICAN CHEMICAL COM	5606	ACFX	79451	T	1981	09/01/93	08/31/98			
	1466NOVUS INTERNATIONAL, INC.	5606	ACFX	79453	T	1981	09/01/93	08/31/98			
		5606	ACFX	79457	T	1981	09/01/93	08/31/98			
		5606	ACFX	79479	T	1981	09/01/93	08/31/98			
		5606	ACFX	79500	T	1981	09/01/93	08/31/98			
		5606	ACFX	79511	T	1981	09/01/93	08/31/98			
		5606	ACFX	79514	T	1981	09/01/93	08/31/98			
	1466NOVUS INTERNATIONAL, INC.								7		
	1570TOSOH USA, INC.	6257	ACFX	89779	T	1971	07/01/95	06/30/98			
	1570TOSOH USA, INC.								1		
	1572QUADRA CHEMICALS LTD.	5788	ACFX	89632	T	1970	11/01/94	10/31/96			
	1572QUADRA CHEMICALS LTD.								1		
	TOTAL								299		